



STANDING ORDERS

**(NHS National Services Scotland (NSS) is the common name for the
Common Services Agency (CSA) for the Scottish Health Service)**

4 DECEMBER 2009

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STANDING ORDERS

For regulating the business and proceedings of the Board of the Common Services Agency for the Scottish Health Service which is known by the common name of NHS National Services Scotland made in terms of Part IV Regulation 9 of the Common Services Agency (Membership and Procedure) Regulations 1991. (SI 1991 No. 564 (S.49)).

1. ORDINARY MEETINGS

The ordinary meetings of the Board shall, unless the Board order, be held in each financial year at such place, on such date, and at such time as the Board shall from time to time determine but not less than once in every three months. Meetings of the Board shall be open to NSS staff and the public apart from Commercial in Confidence matters.

2. NOTICE OF MEETINGS

- i) The Board Secretary, NSS, shall cause notices of all ordinary meetings of the Board, together with a note of the agenda, and any Sub-Committee and Special Committee Minutes and reports which are to be submitted to such meetings, to be delivered or sent by post so as to reach each Member of the Board six clear days before the date of the meeting.
- ii) Notice of the time and place of the meeting of the Board shall be published in the Public Notices section of The Scotsman newspaper.
- iii) No business shall be transacted at any meeting of the Board other than that specified in the agenda unless with the consent of the majority of the Members of the Board present.

3. SPECIAL MEETINGS

The Board Secretary, NSS, shall cause a meeting of the Board to be called at any time on being required so to do by the Chairman of the Board or on receiving a requisition in writing for that purpose specifying the business proposed to be transacted at the meeting and signed by one-third of the whole number of Members of the Board, including at least two Members who are not also officers of NSS, a Health Board or the Scottish Ministers, which meeting shall be held within fourteen days of receipt of the requisition, provided that no business shall be transacted at the meeting other than that specified in the requisition.

4. CHAIRMAN

At every meeting of the Board the Chairman, if present, shall preside. If the Chairman is absent from any meeting the Vice-Chairman, if present, shall preside, and if the Chairman and Vice-Chairman are both absent the Members present at the meeting shall elect from among themselves a person to act as Chairman for that meeting who is not also an officer of NSS, a Health Board or the Scottish Ministers.

5. VICE-CHAIRMAN

The Board shall appoint a Member, who is not also an officer of NSS, to be Vice-Chairman and any person so appointed shall, so long as he remains a Member of the Board, hold office for such a period as the Board may decide.

6. QUORUM

No business shall be transacted at a meeting of the Board unless at least one-third of the whole number of Members of the Board, of whom at least two should be Members who are not also officers of NSS, a Health Board or the Scottish Ministers, are present thereat.

Unless otherwise determined, a quorum for NSS Board Sub-Committees shall be at least two Non-Executive Members.

7. MINUTES

- i) The names of the Members present at a meeting of the Board or of a Sub-Committee shall be recorded in the Minutes.
- ii) Minutes of the proceedings of a meeting of the Board shall be drawn up by or on behalf of the Board Secretary, NSS, and shall be submitted to and signed at the next ensuing meeting of the Board for approval as a correct record of the meeting and signed by the person presiding at the next ensuing meeting.
- iii) The Board Secretary will forward a copy of the Minutes of every meeting of the Board to the Scottish Ministers, via an appointed officer of the Scottish Executive, on behalf of the Chief Executive no later than one week before the date of the next meeting of the Board after that to which they relate.

8. CLOSURE OF DEBATE OR ADJOURNMENT

- i) A meeting of the Board may be adjourned to any other hour, day or place.
- ii) A motion for adjournment of any meeting or adjournment of any debate on any question or the closure of debate shall be put to the meeting without discussion. Unless the time and place are specified in the motion for adjournment, the adjournment shall be until the next ordinary meeting.

9. VOTING

All acts of, and all questions coming and arising before the Board, shall be done and decided by a majority of the Members of the Board present and voting at a meeting of the Board and, in the case of an equality of votes, the person presiding at the meeting shall have a second or casting vote.

10. CONFLICT OF INTEREST

Sections 4 and 5 of the attached Members' Code (Annex A) should be referred to for full details relating to Registration and Declaration of Interests.

- i) Board Members' directorships of companies likely or possibly seeking to do business with NHSScotland and other significant interests shall be published in NSS's Annual Report and the information shall be kept up to date for inclusion in succeeding Annual Reports.
- ii) A formal Register of Members' interests shall be established, maintained and reviewed annually. Its existence shall be brought to the attention of the people of Scotland and the Register shall be made publicly available on request.

11. MOTION CONTRADICTORY OF PREVIOUS RESOLUTION

A motion which is contradictory of a Resolution of the Board shall not, unless submitted in the report of a Sub-Committee, be competent within six months of the date of adoption of such Resolution. The rescinding of any Resolution shall not affect or prejudice any action proceeding or liability which may have been competently done or undertaken under any such Resolution before being rescinded.

12. SCHEDULE OF DECISIONS RESERVED FOR THE BOARD

Decisions reserved for the Board include:-

- a) the approval of strategy, business plans and budgets;
- b) the approval of Standing Orders - which will include a scheme of delegation (see Appendix I);
- c) the approval of Standing Financial Instructions;
- d) the establishment, terms of reference and reporting arrangements for all Sub-Committees acting on behalf of the Board;
- e) the approval of personnel policies including arrangements for the appointment/removal and remuneration of key staff;
- f) the approval of financial and performance reporting arrangements;
- g) the approval of audit arrangements;
- h) the approval of the annual report and accounts;
- i) the approval of capital expenditure schemes and significant disposals;
- j) any other matter on which the Board deem it competent to express a view.

13. SCHEME OF DELEGATION

Notwithstanding the terms of Section 12 above, the Board shall delegate its responsibility as set out in the Scheme of Delegation. This is attached at Appendix 1 and shows the approved officers, approved deputy officers, and the areas of delegated responsibilities.

14. COMMON SEAL

The Common Seal of the Board shall be kept by the Board Secretary, NSS, in a suitable place secured by a sufficient lock and he/she shall be responsible for its safe keeping and use. Any document or proceeding requiring authentication by the Board shall be executed for and on behalf of the Board by the affixation of their Common Seal and attested by any one Member of the Board and by an officer of NSS authorised by the Board for this purpose. The Common Seal shall not be affixed to any document except by Order of the Board.

15. SUB-COMMITTEES AND SPECIAL COMMITTEES

The foregoing Standing Orders shall, as far as applicable and so far as not hereby modified, be the rules and regulations for the proceedings of Sub-Committees and special Committees and in addition the following special rules shall apply:-

- i) The Board may, and if so directed by the Scottish Ministers, appoint Sub-Committees whose membership may, subject to (ii) below, include persons who are not Members of the Board for the exercise on their behalf of any of the Board's functions subject to such restrictions or conditions as the Board may think fit, or as the Scottish Ministers may direct.
- ii) All ad hoc Sub-Committees shall include at least one Member of the Board and may include any Members who are co-opted.

- iii) Sub-Committees and the Chairman thereof shall be appointed as determined.
- iv) A casual vacancy in a Sub-Committee or a special Committee may be filled by the Board at their next ordinary meeting following a vacancy occurring.
- v) Special Committees and the Chairman thereof may be appointed by the Board from time to time as may be considered necessary.
- vi) Any Member of the Board who may be specially useful to a Sub-Committee for the consideration of a remit made to the Sub-Committee, may for the purposes of that remit be co-opted to the Sub-Committee.
- vii) Minutes or a report of the proceedings of a Sub-Committee or a special Committee shall be drawn up by or on behalf of the Board Secretary, NSS, and submitted for noting by the Board at the first ordinary meeting of the Board held after the next ensuing meeting of the Sub-Committee or special Committee (see Appendix II).
- viii) The functions of the Board shall be referred to Sub-Committees and special Committees in accordance with the terms and provisions of Appendix II and, unless in their opinion the matter is urgent, the Board, before exercising any function or dealing with any matter so referred to a Sub-Committee or special Committee, shall receive and consider a report by such Sub-Committee or special Committee with regard to the function or matter in question.
- ix) The Board may, subject to the Standing Orders of the Board, delegate certain functions to Sub-Committees or special Committees. A Sub-Committee or a special Committee may, notwithstanding that the matter is a delegated one, direct that before action is taken their decision be submitted to the Board for confirmation.

16. APPLICATION AND SUSPENSION OF STANDING ORDERS

- i) No Standing Order shall be suspended or dispensed with unless with the consent of a two-thirds majority of the Members of the Board present and voting.
- ii) It shall not be competent to rescind or alter any of the Standing Orders, including the rules contained in the immediately preceding Standing Orders, except by the Resolution of the Board to that effect.

17. SUSPENSION OF MEMBERS

- i) If any Member of the Board disregards the authority of the Chairman, obstructs the meeting or, in the opinion of the Chairman, otherwise acts in an offensive manner at a meeting, the Chairman may move that such Member be suspended for the remainder of the meeting. If seconded, such a motion shall be put to the vote immediately without discussion.
- ii) If such a motion is carried, the suspended Member shall leave the meeting room immediately. If the Member fails to comply, the Chairman may order the suspended member to be removed from the meeting.
- iii) A Member who has been suspended in terms of this Standing Order shall not re-enter the meeting room except with the consent of the meeting.
- iv) In the event of a motion for suspension of a Member being defeated, the Chairman may, if they think it appropriate to do so, adjourn the meeting as if a state of disorder had arisen.

APPENDIX I

SCHEME OF DELEGATION

Areas of Responsibility	Approved Officer/s	Approved Deputy	Standing Financial Instruction Reference
a) Issuing, receiving, opening tenders and post-tender negotiations.	Divisional & HQ Directors	Assistant Directors/Deputy Heads of Units	Section 16
b) Sealing and signing of documents.	As per Standing Orders Section 14	Individual deputising for Board Secretary	N/a
c) Delegation of budgets and approval to spend funds.	Chief Executive	Director of Finance	Section 2 Section 18 – Annex Appendix I
d) Operation of all detailed financial matters including bank accounts and banking procedures.	Director of Finance	Head of Financial Services	Section 4
e) Stewardship and control of assets	Chief Executive	Director of Finance	Section 5
f) Arrangements for the security, upkeep and use of			
(i) land, buildings and other related assets belonging to or leased by NSS .	Facilities Director	Estates Managers (East & West)	N/a
(ii) other assets	Divisional & HQ Directors	Assistant Directors/Deputy Heads of Units	N/a
g) Management and control of debtors.	Director of Finance	Head of Financial Services	Section 6
h) Management and control of stocks.	Divisional & HQ Directors	Assistant Directors/Deputy Heads of Units	Section 11
i) Management and control of computer systems and facilities.	Divisional & HQ Directors	Assistant Directors/Deputy Heads of Units	N/a
j) Recording and monitoring of payments under the losses and compensation regulations.	Director of Finance	Head of Financial Services	Section 15 Appendix II
k) Making ex-gratia payments.	Chief Executive	Director of Finance	Section 15 Appendix II

l) Health and Safety arrangements; - co-ordination; - implementation.	Director of HR and Workforce Development / Divisional & HQ Directors	Head of Health Working Lives / Assistant Directors	N/a
m) Fire Safety Arrangements	Facilities Director	To be confirmed	N/a
n) Data protection scheme.	Data Protection Officer	Individual nominated by Director, Information and Statistics Division	N/a
o) Insurance arrangements.	Divisional & HQ Directors	Assistant Directors/Deputy Heads of Units	(CNORIS guidelines)

**SCHEME FOR THE ADMINISTRATIVE ARRANGEMENTS FOR
THE DISCHARGE OF THE FUNCTIONS OF THE BOARD BY ITS
SUB-COMMITTEES IN ACCORDANCE WITH THE TERMS OF
STANDING ORDER 15.**

A - AUDIT & RISK COMMITTEE - CONSTITUTION AND TERMS OF REFERENCE

1. Constitution

The Audit & Risk Committee is established as a sub-committee of the NSS Board. The purpose of the Committee is to assist the Board in delivering its responsibilities by providing assurance that an appropriate system of internal control has been implemented and is operating effectively. In meeting this requirement, the Chair of the Audit & Risk Committee submits an annual report summarising the activities of the Committee to assure the Board that the Committee's responsibilities are being discharged in accordance with its remit.

2. Membership and Attendees

2.1 Membership

The Audit & Risk Committee shall comprise at least three Non-Executive Members of the Board, one of whom shall act as Chairman, with at least two Members being present at meetings of the Committee.

2.2 Attendees

Attendees are as follows:-

- the Chairman of the NSS Board
- the Chief Executive
- the Director of Finance
- the Controls Assurance Manager
- Chief Internal Auditor
- Chief External Auditor
- Service Auditor(s)

In addition, all Non-Executive Members of the Board are entitled to attend meetings of the Committee.

3. Frequency of Meetings

The Committee shall meet as required but not less than three times a year.

4. Minutes of Meetings

Minutes of the proceedings of the Audit & Risk Committee shall be drawn up by or on behalf of the Board Secretary, NSS, and submitted for noting by the Board at the first ordinary meeting of the Board held after the next meeting of the Committee. In the interim, a report on the proceedings or unapproved minutes will be submitted to the Board for information.

5. Terms of Reference

Internal Control and Corporate Governance

- a) To evaluate the effectiveness of the internal control environment (including risk management and corporate decision-making processes) and ensure that reasonable steps are being taken to safeguard assets and prevent and detect fraud and other irregularities;
- b) To ensure that the organisation has the relevant controls and risk management arrangements in place to allow the Chief Executive to sign the Statement on Internal Control. This should include ensuring that, in conjunction with the Director of Finance, a review has been undertaken and that appropriate compliance evidence is available for the external auditor. It is not intended that the review would be included in the annual accounts;

External and Internal Auditors

- c) To make recommendations to the Board for the programmes of work (as reflected in the annual plan) to be carried out by the Internal Auditor and to receive the Internal Audit progress reports and reports from the Appointed External Auditor;
- d) To review and report to the Board on the conclusions arising from the annual report of the Internal Auditors;
- e) To ensure that action is taken by the Chief Executive and the Director of Finance on audit recommendations and monitor progress in their implementation;
- f) To review the action planned by the management of NSS to remedy weaknesses identified or other criticisms of the financial management made by the Appointed Auditor, and to report to the Board on such action planned and/or taken;
- g) To hold meetings with the Appointed Auditor to discuss his/her annual report and the scope of his audit examinations;
- h) To emphasise the importance of effective co-ordination and liaison between Internal, External and Service Audit;

Service Audit

- i) To review the annual plans prepared by the Service Auditor(s) and make recommendations to the Board for the annual plan of activity;
- j) To receive progress reports from the Service Auditor(s);
- k) To review the findings and conclusions arising in the final reports from the Service Auditor(s) prepared in accordance with relevant accounting and auditing standards;
- l) To recommend on behalf of the Board, the release of Service Audit reports to NHS Scotland for the purposes of informing their annual governance and assurance requirements;
- m) To review the action planned by the management of NSS to remedy weaknesses identified or other criticisms made by the Service Auditor, and to report to the Board on such action planned and/or taken.

Annual Accounts

- n) To review the Annual Accounts of NSS for the Board and conduct a regular review on behalf of the Board of all statutory audit material including the Annual Report or Management Letter relating to certification of the Annual Accounts of NSS;
- o) To approve changes in accounting policies;

Annual Report

- p) To undertake an annual evaluation of the effectiveness of the Audit & Risk Committee and to include comment on how the Committee has discharged its remit within the annual report from the Chair to the Board;

Standing Orders and Standing Financial Instructions

- q) To review annually NSS's Standing Orders, which include the Scheme of Delegation;
- r) To review annually NSS's Standing Financial Instructions;
- s) To review quarterly any occurrences where the Standing Financial Instructions have not been followed, including those relating to:
 - Choice, requisitioning and ordering of goods and services and payments thereof; and
 - Tendering arrangements for the appointment of management consultants.

Other Governance Responsibilities

- t) To review annually the content of the register of gifts and hospitality in accordance with the Members' Code and NSS policy;
- u) To review annually the content of the Fraud and Other Illegal Acts Register;
- v) To review annually schedules of losses, special payments and compensations;
- w) To review annually the nature of the expenditure incurred on the employment of Management Consultants in the preceding year; and
- x) To keep under review the value for money represented by the various services provided by NSS.

6. Authority

The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employees and all employees are directed to co-operate with any request made by the Committee.

The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

B - REMUNERATION COMMITTEE - CONSTITUTION AND TERMS OF REFERENCE

1. Constitution

The Remuneration Committee is established as a sub-committee of the NSS Board. The Committee is to submit an annual report to the NSS Board and the NSS Staff Governance Committee.

2. Membership and Attendees

2.1 Membership

The Remuneration Committee shall comprise the Chairman of the NSS Board and at least three Non-Executive Members of the Board, one of whom shall act as Chairman.

2.2 Attendees

Attendees are as follows:-

- the Chief Executive
- the Director of Human Resources and Workforce Development

The Remuneration Committee may require others to attend specific meetings.

3. Frequency of Meetings

The Committee shall meet as required but not less than three times a year.

4. Minutes of Meetings

Minutes of the proceedings of the Remuneration Committee shall be drawn up by or on behalf of the Board Secretary, NSS, and submitted by its Chairman for approval to the next meeting of the Committee. A report on the proceedings of the Committee shall be drawn up by or on behalf of the Board Secretary and submitted for information to the first ordinary meeting of the Staff Governance Committee held after the meeting of the Committee and to the Board.

5. Terms of Reference

- a) Conduct a regular review of the Board's policy for the remuneration and performance management of members of the Executive and Senior Management Cohorts in the light of any guidance issued by the Scottish Government Health Directorates and the National Performance Management Committee remaining in force.

A direction order or specific Scottish Government Health Directorates instruction will be required for any payments which fall outwith the terms of the guidance.

- b) Agree all the terms and conditions of employment of members of the Executive Cohort, including job description, basic pay, performance pay and bonuses (individual and team) and benefits (including pension, removal arrangements & cars), with reference to Scottish Government Health Directorates guidance, Ministerial directions and protocols.
- c) Agree objectives for members of the Executive Cohort in the light of any guidance issued by the Scottish Government Health Directorates and the National Performance Management Committee remaining in force and ensure that their performance is rigorously assessed throughout the year against these objectives; objectives may, by agreement with the individual being assessed, be revised in the course of the year to reflect changes in circumstances.

- d) Ensure that effective arrangements are in place for carrying out b) and c) above in respect of members of the Senior Management Cohort.
- e) The Chairman of the Remuneration Committee and the Chairman of the NSS Board (or one other Member of the Committee if either is unavailable), on behalf of the NSS Remuneration Committee, will agree salaries of all staff within the Executive and Senior Management Cohorts where the lower half of the range will not secure the preferred candidate. A report on all decisions and supporting papers will be submitted to the next meeting of the Committee.
- f) The Remuneration Committee must submit the remuneration arrangements for members of the Executive and Senior Management Cohorts to the External Auditor for scrutiny, in accordance with normal audit requirements.
- g) To review annually the Discretionary Points awarded by the NSS Committee on Consultants' / Associated Specialists' Discretionary Points, for recommendation to the NSS Board and to provide confirmation of the process followed in the allocation of the points.

REMUNERATION COMMITTEE RESPONSIBILITIES PROTOCOL FOR MANAGING APPOINTMENT, PERFORMANCE AND TERMINATION OF STAFF

Appointments

- ◆ The Chairman of NSS and the Chairman of the Remuneration Committee will approve all new or additional jobs created on a range with a salary maximum of £50k or over. They will agree all appointments where the lower half of the range will not secure the preferred candidate.
- ◆ A report on decisions, along with supporting papers, will be submitted to the next meeting of the Committee.
- ◆ Director of Human Resources and Workforce Development to submit a yearly report analysing trends for all salaries equivalent to the minimum salary of the Executive Cohort grades.

Performance Appraisal

- ◆ Chairman of the NSS Board to undertake the performance appraisal of Chief Executive.
- ◆ Chairman of the NSS Board to review the Chief Executive's performance assessment of other members of the Executive Cohort.
- ◆ Remuneration Committee to satisfy itself that the performance management process and its application is transparent, rigorous, evidence-based and fully documented in respect of the Chief Executive and other members of the Executive Cohort prior to individuals being informed of the performance appraisal ratings.
- ◆ Chief Executive to agree Directors' performance appraisals of members of the Senior Management Cohort. Remuneration Committee to satisfy itself that a rigorous performance assessment process had been applied in determining the overall performance ratings for members of the Senior Management Cohort prior to individuals being informed.

Termination Settlements

- ◆ Chief Executive to approve termination settlements up to £50 k cost to NSS.
- ◆ The Chairman of the Remuneration Committee and the Chairman of NSS to give prior approval of termination settlements over £50 k cost to NSS.
- ◆ Report to be submitted to the next meeting of the Remuneration Committee.

C – STAFF GOVERNANCE COMMITTEE – CONSTITUTION AND TERMS OF REFERENCE

1. Constitution

The National Services Scotland (NSS) Staff Governance Committee (SGC) is established in accordance with the guidance given in the Staff Governance Standard 3rd Edition published by the Scottish Executive in May 2007.

The SGC is established as a sub-committee of the NSS Board to which the SGC is to submit an annual report to give the Board assurance around the detail of staff governance arrangements and monitoring process and to assure the Board that the SGC's aims are being met.

2. Membership

The Staff Governance Committee shall comprise:-

- at least four Non-Executive Directors, of which one must be the Employee Director, and one of whom shall be the Chair of the Committee;
- at least three Staff Side Representatives;
- the Chief Executive;
- the Director of Human Resources and Workforce Development; and
- at least one other Management Representative.

At least two Non-Executive Directors plus two Staff Side Representatives and one Management Representative must be present at meetings of the Committee.

3. Frequency of Meetings

The Committee shall meet as required but not less than four times a year.

4. Minutes of Meetings

Minutes of the proceedings of the Staff Governance Committee shall be drawn up by or on behalf of the Board Secretary, NSS, and submitted for noting by the Board at the first ordinary meeting of the Board held after the next meeting of the Committee. In the interim, a report on the proceedings or unapproved minutes will be submitted to the Board for information.

5. Terms of Reference

The Staff Governance Committee shall support and maintain a culture within NSS where the delivery of the highest possible standard of staff management is understood to be the responsibility of every employee and is built upon partnership working and collaboration.

The specific responsibilities of the Committee are to:-

- a. commission the introduction of structures and processes which ensure that delivery against the Standard is being achieved; including a Staff Governance Action Plan for NSS;
- b. review and update the Action Plan to reflect the key areas for NSS arising from the NHSScotland Staff Governance Survey;
- c. monitor and evaluate strategies and implementation plans relating to people management;
- d. support any policy amendment, funding or resource submission to achieve the Staff Governance Standard;
- e. take responsibility for the timely submission of all staff governance data required for the Local Delivery Plan (LDP);
- f. monitor pay modernisation processes; and
- g. provide staff governance information for the Statement of Internal Control.

D - CLINICAL GOVERNANCE COMMITTEE - CONSTITUTION AND TERMS OF REFERENCE

1. Constitution

The National Services Scotland (NSS) Clinical Governance Committee (CGC) is established in accordance with the guidance given in MEL (1998) 75, reinforced by MEL (2000) 29.

The CGC is established as a sub-committee of the NSS Board, to which the CGC is to submit an annual report, and any other such matter as the CGC sees fit to draw to the Board's attention.

2. Membership and Attendees

2.1 Membership

Membership shall comprise the following:

- The Board Chairman
- At least three further Non-Executive Directors of NSS nominated by the NSS Chairman and confirmed by the NSS Board.
- The Chair shall be the NSS Chairman or a Non-Executive Director of NSS nominated for the role by the NSS Chairman, and confirmed by the NSS Board.
- Up to two further members co-opted by the CGC. These additional members shall not be members of the NSS Board, but they may be NSS employees.

2.2 Attendees

Attendees are as follows:

- The Chief Executive, Medical Director and Nurse Director
- The Medical Directors of Health Protection Scotland (HPS), National Services Division (NSD), Information Services Division and the Scottish National Blood Transfusion Service (SNBTS) should attend meetings, as required by the CGC.
- The CGC may require other NSS staff to attend meetings in pursuance of their normal duties. These staff would normally, although not exclusively, be involved as leads in clinical governance activities across NSS or individual divisions.

3. Frequency of Meetings

The Committee shall meet as required but not less than three times a year.

4. Minutes of Meetings

Minutes of the proceedings of the CGC shall be drawn up by or on behalf of the Board Secretary, NSS, and submitted for noting by the Board at the first ordinary meeting of the Board held after the next meeting of the Committee. In the interim, a report on the proceedings or unapproved minutes will be submitted to the Board for information. The CGC is to report activities and progress annually to the NSS Board as described in [paragraph 1](#) of these terms of reference. The CGC is to determine the style and content of these reports, subject to guidance and direction by the NSS Board.

5. Terms of Reference

The CGC shall discharge the following functions:

- (a) It is to review and approve annually clinical governance and clinical audit programmes submitted by all divisions of NSS.
- (b) The CGC is to satisfy itself that each NSS division has processes in place to monitor and report clinical governance issues, and to link clinical governance with risk management as prescribed in the NHS Quality Improvement Scotland (QIS) Clinical Governance & Risk Management Standards.

These programmes may comprise either activities undertaken by the divisions directly, or programmes of supervision, evaluation or commissioning of clinical governance work undertaken by others at divisions' behest.

- (c) The CGC is to receive quarterly reports by each division of progress against clinical governance and clinical audit plans.
- (d) The CGC is to review reports from the NSS Information Governance Committee and the initiation of actions to address issues arising in light of guidance and legislation on Caldicott Guardianship, Data Protection, Records Management, Information Security and Freedom of Information.
- (e) The CGC is to review reports of monitoring of complaints, their causes and their handling, to identify trends which might raise concern as to the quality of clinical service provided by NSS and ensure that remedial action is taken, lessons learnt and service improvement implemented.
- (f) The CGC is to review reports from the NSS Patient Focus Public Involvement Group and the implementation and monitoring of the progress of the NSS Patient Focus Public Involvement Framework.
- (g) In assessing the standards of clinical governance in NSS, the CGC is to measure them against the Goals for Clinical Effectiveness described in NHS MEL (1999) 76.
- (h) The CGC is to draft annually a clinical governance report for inclusion in NSS's Annual Report.

6. Other Activities

Where relevant, the CGC is to consult with other bodies with an interest in clinical governance in NSS. These bodies may include:

- The Scottish Dental Practice Board.
- The Scottish Transfusion Advisory Committee
- The SNBTA Donors' Association.
- The National Services Advisory Group.
- The Scottish Health Council.

E – FINANCE COMMITTEE – CONSTITUTION AND TERMS OF REFERENCE

1. Constitution

The Finance Committee is established as a sub-committee of the NSS Board to look at appropriate and specific matters on behalf of the Board and to report back the Committee's conclusions and recommendations to the Board.

2. Membership

The Finance Committee shall comprise:-

- at least three Non-Executive Board Members, one of whom shall act as Chair;
- the Chair of the Board;
- the Chief Executive; and
- the Director of Finance

In addition, the Committee may require other NSS staff to attend meetings.

3. Frequency of Meetings

The Committee shall meet as required by the Board or the Chair of the Board.

4. Minutes of Meetings

Minutes of proceedings of the Finance Committee shall be drawn up by or on behalf of the Board Secretary, NSS, and submitted by its Chair for approval to the next meeting of the Committee. A report on the proceedings of the Committee shall be submitted by its Chair to the Board for noting at the first ordinary meeting of the Board held after the meeting of the Committee.

5. Terms of Reference

- a) As requested by the Board or the Chair of the Board to review business cases as they progress through the formal approval procedures and produce clear recommendations to the Board.
- b) To scrutinise the Board's finances, and ensure that corrective actions are taken if requested by the Board or the Chair of the Board.
- c) To take the lead in promoting the principles of Best Value across the Board's activities to secure continuous improvement in performance and contribute to the achievement of sustainable development.
- d) To improve the quality of information and proposals that come to the full Board, and thus enable more strategic and better informed discussions at full Board level.
- e) To enable potentially contentious issues to be debated and resolved without premature publicity.

END

MODEL CODE OF CONDUCT

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SECTION 1: INTRODUCTION TO THE CODE OF CONDUCT

- 1.1 The Scottish public has a high expectation of those who serve on the boards of public bodies and the way in which they should conduct themselves in undertaking their duties for NSS. You must meet those expectations by ensuring that your conduct is above reproach.
- 1.2 The Ethical Standards in Public Life etc. (Scotland) Act 2000 provides for new Codes of Conduct for local authority councillors and members of relevant public bodies; imposes on councils and relevant public bodies a duty to help their members to comply with the relevant code; and establishes a Standards Commission for Scotland to oversee the new framework and deal with alleged breaches of the codes.
- 1.3 This Code covers members of the NSS Board. As a member of NSS, it is your responsibility to make sure that you are familiar with, and that your actions comply with, the provisions of this Code of Conduct.

Guidance on the Code of Conduct

- 1.4 You must observe the rules of conduct contained in this Code. It is your personal responsibility to comply with these and review regularly, and at least annually, your personal circumstances with this in mind, particularly when your circumstances change. You must not at any time advocate or encourage any action contrary to the Code of Conduct.
- 1.5 The Code has been developed in line with the key principles listed in Section 2 and provides additional information on how the principles should be interpreted and applied in practice. The Standards Commission may also issue guidance. No Code can provide for all circumstances and if you are uncertain about how the rules apply, you should seek advice from the Board. You may also choose to consult your own legal advisers and, on detailed financial and commercial matters, seek advice from other relevant professionals.

Enforcement

- 1.6 Part 2 of the Ethical Standards in Public Life etc. (Scotland) Act 2000 sets out the provisions for dealing with alleged breaches of this Code of Conduct and the sanctions that shall be applied if the Standards Commission finds that there has been a breach of the Code. Those sanctions are outlined in Annex A. Special provisions apply in respect of employee and ex-officio members of the Board.

SECTION 2: KEY PRINCIPLES OF THE CODE OF CONDUCT

- 2.1 The general principles upon which this Model Code of Conduct are based are:

Public Service

You have a duty to act in accordance with the core tasks and in the interests of NSS of which you are a member.

Selflessness

You have a duty to take decisions solely in terms of public interest. You must not act in order to gain financial or other material benefit for yourself, family or friends.

Integrity

You must not place yourself under any financial, or other, obligation to any individual or organisation that might reasonably be thought to influence you in the performance of your duties.

Objectivity

You must make decisions solely on merit when carrying out public business.

Accountability and Stewardship

You are accountable for your decisions and actions to the public. You have a duty to consider issues on their merits, taking account of the views of others and must ensure that NSS uses its resources prudently and in accordance with the law.

Openness

You have a duty to be as open as possible about your decisions and actions, giving reasons for your decisions and restricting information only when the wider public interest clearly demands.

Honesty

You have a duty to act honestly. You must declare any private interests relating to your public duties and take steps to resolve any conflicts arising in a way that protects the public interest.

Leadership

You have a duty to promote and support these principles by leadership and example, to maintain and strengthen the public's trust and confidence in the integrity of the public body and its members in conducting public business.

Respect

You must respect fellow members and employees of NSS and the role they play, treating them with courtesy at all times.

- 2.2 You should apply the principles of this code to your dealings with fellow members of NSS and its employees.

SECTION 3: GENERAL CONDUCT

Relationship with Employees of NSS

- 3.1 You will treat any staff employed by NSS with courtesy and respect. It is expected that employees will show you the same consideration in return.

Allowances

- 3.2 You must comply with any rules of NSS regarding remuneration, allowances and expenses.

Gifts and Hospitality

- 3.3 You must never canvass or seek gifts or hospitality.
- 3.4 You are responsible for your decisions connected with the offer or acceptance of gifts or hospitality and for avoiding the risk of damage to public confidence in NSS. As a general guide, it is usually appropriate to refuse offers except:
- (a) isolated gifts of a trivial character or inexpensive seasonal gifts such as a calendar or diary, or other simple items of office equipment of modest value;
 - (b) normal hospitality associated with your duties and which would reasonably be regarded as inappropriate to refuse; or
 - (c) gifts received on behalf of NSS.
- 3.5 You must not accept any offer by way of gift or hospitality which could give rise to a reasonable suspicion of influence on your part to show favour, or disadvantage, to any individual or organisation. You should also consider whether there may be any reasonable perception that any gift received by your spouse or cohabitee or by any company in which you have a controlling interest, or by a partnership of which you are a partner, can or would influence your judgement. The term "gift" includes benefits such as relief from indebtedness, loan concessions, or provision of services at a cost below that generally charged to members of the public. You must not accept repeated hospitality from the same source.
- 3.6 You must record details of any gifts and hospitality received and the record must be made available for public inspection.
- 3.7 You must not accept any offer of a gift or hospitality from any individual or organisation which stands to gain or benefit from a decision NSS may be involved in determining, or who is seeking to do business with your organisation, and which a person might reasonably consider could have a bearing on your judgement. If you are making a visit to inspect equipment, vehicles, land or property, then as a general rule you should ensure that NSS pays for the costs of these visits.

Confidentiality Requirements

- 3.8 There may be times when you will be required to treat discussions, documents or other information relating to the work of NSS in a confidential manner. You will often receive information of a private nature which is not yet public, or which perhaps would not be intended to be public. There are provisions in legislation on the categories of confidential and exempt information and you must always respect and comply with the requirement to keep such information private.
- 3.9 It is unacceptable to disclose any information to which you have privileged access, for example derived from a confidential document, either orally or in writing. In the case of other documents and information, you are requested to exercise your judgement as to what should or should not be made available to outside bodies or individuals. In any event, such information should never be used for the purpose of personal or financial gain, or used in such a way as to bring NSS into disrepute.
- 3.10 All personal health information is held under strict legal and ethical obligations of confidentiality. Information given in confidence should not be used or disclosed in a form that might identify a patient without this or her consent.

It is policy that all NSS employees must be aware of, and respect, a patient's right to confidentiality. All employees must comply with the NHSScotland Code of Practice on Protecting Patient Confidentiality. Failure to comply with the Code of Practice is a disciplinary offence.

Use of Public Body Facilities

3.10 Members of NSS must not misuse facilities, equipment, stationery, telephony and services, or use them for party political or campaigning activities. Use of such equipment and services, etc must be in accordance with NSS policy and rules on their usage.

Appointment to Partner Organisations

3.11 You may be appointed, or nominated by NSS, as a member of another body or organisation. If so, you are bound by the rules of conduct of these organisations and should observe the rules of this Code in carrying out the duties of that body.

SECTION 4: REGISTRATION OF INTERESTS

4.1 The following paragraphs set out the kinds of interests, financial and otherwise which you have to register. These are called "Registerable Interests". You must, at all times, ensure that these interests are registered, when you are appointed and whenever your circumstances change in such a way as to require change or an addition to your entry in the NSS Register.

4.2 This Code sets out the categories of interests which you must register. Annex B contains key definitions to help you decide what is required when registering your interests under any particular category. These categories are listed below with explanatory notes designed to help you decide what is required when registering your interests under any particular category.

Category One: Remuneration

4.3 You have a Registerable Interest where you receive remuneration by virtue of being:

- employed;
- self-employed;
- the holder of an office;
- a director of an undertaking;
- a partner in a firm; or
- undertaking a trade, profession or vocation or any other work.

4.4 In relation to 4.3 above, the amount of remuneration does not require to be registered and remuneration received as a Member does not have to be registered.

4.5 If a position is not remunerated it does not need to be registered under this category. However, unremunerated directorships may need to be registered under category two, "Related Undertakings".

4.6 If you receive any allowances in relation to membership of any organisation, the fact that you receive such an allowance must be registered.

4.7 When registering employment, you must give the name of the employer, the nature of its business, and the nature of the post held in the organisation.

- 4.8 When registering self-employment, you must provide the name and give details of the nature of the business. When registering an interest in a partnership, you must give the name of the partnership and the nature of its business.
- 4.9 Where you undertake a trade, profession or vocation, or any other work, the detail to be given is the nature of the work and its regularity. For example, if you write for a newspaper, you must give the name of the publication, and the frequency of articles for which you are paid.
- 4.10 When registering a directorship, it is necessary to provide the registered name of the undertaking in which the directorship is held and the nature of its business.
- 4.11 Registration of a pension is not required as this falls outside the scope of the category.

Category Two: Related Undertakings

- 4.12 You must register any directorships held which are themselves not remunerated but where the company (or other undertaking) in question is a subsidiary of, or a parent of, a company (or other undertaking) in which you hold a remunerated directorship.
- 4.13 You must register the name of the subsidiary or parent company or other undertaking and the nature of its business, and its relationship to the company or other undertaking in which you are a director and from which you receive remuneration.
- 4.14 The situations to which the above paragraphs apply are as follows:
- you are a director of a board of an undertaking and receive remuneration – declared under category one – and
 - you are a director of a parent or subsidiary undertaking but do not receive remuneration in that capacity.

Category Three: Contracts

- 4.15 You have a registerable interest where you (or a firm in which you are a partner, or an undertaking in which you are a director or in which you have shares of a value as described in paragraph 5.8 below) have made a contract with NSS of which you are a member:
- (i) under which goods or services are to be provided, or works are to be executed; and
 - (ii) which has not been fully discharged.
- 4.16 You must register a description of the contract, including its duration, but excluding the consideration.

Category Four: Houses, Land and Buildings

- 4.17 You have a registerable interest where you own or have any other right or interest in houses, land and buildings, which may be significant to, of relevance to, or bear upon, the work and operation of NSS.
- 4.18 The test to be applied when considering appropriateness of registration is to ask whether a member of the public acting reasonably might consider any interests in houses, land and buildings could potentially affect your responsibilities to the organisation to which you are appointed and to the public, or could influence your actions, speeches or decision-making. If in doubt, you may consult with the Standards Commission.

Category Five: Shares and Securities

- 4.19 You have a registerable interest where you have an interest in shares which constitute a holding in a company or organisation which may be significant to, of relevance to, or bear upon, the work and operation of NSS. You are not required to register the value of such interests.
- 4.20 The test to be applied when considering appropriateness of registration is to ask whether a member of the public acting reasonably might consider any interests in shares and securities could potentially affect your responsibilities to the organisation to which you are appointed and to the public, or could influence your actions, speeches or decision-making. If in doubt, you may consult with the Standards Commission.

Category Six: Non-Financial Interests

- 4.21 You may also have a registerable interest if you have non-financial interests which may be significant to, of relevance to, or bear upon, the work and operation of NSS. It is important that relevant interests such as membership or holding office in other public bodies, clubs, societies and organisations such as trades unions and voluntary organisations, are registered and described.
- 4.22 The test to be applied when considering appropriateness of registration is to ask whether a member of the public acting reasonably might consider any non-financial interest could potentially affect your responsibilities to the organisation to which you are appointed and to the public, or could influence your actions, speeches or decision-making. If in doubt, you may consult with the Standards Commission.

SECTION 5: DECLARATION OF INTERESTS

Introduction

- 5.1 The key principles of the Code, especially those in relation to integrity, honesty and openness, are given further practical effect by the requirement for you to declare certain interests in proceedings of NSS. Together with the rules on registration of interests, this ensures transparency of your interests which might influence, or be thought to influence, your actions.
- 5.2 Public bodies inevitably have dealings with a wide variety of organisations and individuals and this Code indicates the circumstances in which a business or personal interest must be declared. Public confidence in NSS and its members depends on it being clearly understood that decisions are taken in the public interest and not for any other reason.
- 5.3 In considering whether to make a declaration in any proceedings, you must consider not only whether you will be influenced but whether anybody else would think that you might be influenced by the interest. You must keep in mind that the test is whether a member of the public, acting reasonably, might think that a particular interest could influence you.
- 5.4 If you feel that, in the context of the matter being considered, your involvement is neither capable of being viewed as more significant than that of an ordinary member of the public, nor likely to be perceived by the public as wrong, you may continue to attend the meeting and participate in both discussion and voting. The relevant interest must however be declared. It is your responsibility to judge whether an interest is sufficiently relevant to particular proceedings to require a declaration and you are advised to err on the side of caution. You may also seek advice from the Standards Commission.

Interests which Require Declaration

5.5 Interests which require to be declared may be financial or non-financial. They may or may not be interests which are registerable under this Code. Most of the interests to be declared will be your personal interests but, on occasion, you will have to consider whether the interests of other persons require you to make a declaration.

Financial Interests

5.6 Any financial interest which is registerable must be declared. If, under category one of section 4 of this Code, you have registered an interest

(a) as an employee of the Board; or

(b) as a Councillor or a Member of another Devolved Public Body where the Council or other Devolved Public Body, as the case may be, has nominated or appointed you as a Member of the Board;

you do not, for that reason alone, have to declare that interest.

Shares and Securities

5.7 You may have to declare interests in shares and securities, over and above those registerable under category five of Section 4 of this Code. You may, for example, in the course of employment or self-employment, be engaged in providing professional advice to a person whose interests are a component of a matter to be dealt with by a board.

5.8 You have a declarable interest where an interest becomes of direct relevance to a matter before the body on which you serve and you have shares comprised in the share capital of a company or other body and the nominal value of the shares is:

(i) greater than 1% of the issued share capital of the company or other body; or

(ii) greater than £25,000.

5.9 You are required to declare the name of the company only, not the size or nature of the holding.

Houses, Land and Buildings

5.10 Any interest in houses, land and buildings which is registerable under category four of Section 4 of this Code must be declared, as well as any similar interests which arise as a result of specific discussions or operations of NSS.

Non-Financial Interests

5.11 If you have a registered non-financial interest under category six of Section 4 of this Code you have recognised that it is significant. There is therefore a very strong presumption that this interest will be declared where there is any link between a matter which requires your attention as a member of NSS and the registered interest. Non-financial interests include membership or holding office in other public bodies, clubs, societies, trade unions and organisations including voluntary organisations. They become declarable if and when members of the public might reasonably think they could influence your actions, speeches or votes in the decisions of NSS.

- 5.12 You may serve on other bodies as a result of express nomination or appointment by NSS or otherwise by virtue of being a member of NSS. You must always remember the public interest points towards transparency particularly where there is a possible divergence of interest between different public authorities.
- 5.13 You will also have other private and personal interests and may serve, or be associated with, bodies, societies and organisations as a result of your private and personal interests and not because of your role as a member of NSS. In the context of any particular matter you will have to decide whether to declare a non-financial interest. You should declare an interest unless you believe that, in the particular circumstances, the interest is irrelevant or without significance. In reaching a view you should consider whether the interest (whether taking the form of association or the holding of office) would be seen by a member of the public acting reasonably in a different light because it is the interest of a person who is a member as opposed to the interest of an ordinary member of the public.

Interests of Other Persons

- 5.14 The Code requires only your interests to be registered. You may, however, have to consider whether you should declare an interest in regard to the financial interests of your spouse or cohabitee which are known to you. You may have to give similar consideration to any known non-financial interest of a spouse or cohabitee. You have to ask yourself whether a member of the public acting reasonably would regard these interests as effectively the same as your interests in the sense of potential effect on your responsibilities as a member of NSS.
- 5.15 The interests known to you, both financial and non-financial, of relatives and close friends may have to be declared. This Code does not attempt the task of defining “relative” or “friend”. The key principle is the need for transparency in regard to any interest which might (regardless of the precise description of relationship) be objectively regarded by a member of the public, acting reasonably, as potentially affecting your responsibilities as a member of NSS.

Making a Declaration

- 5.16 You must consider at the earliest stage possible whether you have an interest to declare in relation to any matter which is to be considered. You should consider whether agendas for meetings raise any issue of declaration of interest. Your declaration of interest must be made as soon as practicable at a meeting where that interest arises. If you do identify the need for a declaration of interest only when a particular matter is being discussed you must declare the interest as soon as you realise it is necessary.
- 5.17 The oral statement of declaration of interest should identify the item or items of business to which it relates. The statement should begin with the words “I declare an interest”. The statement must be sufficiently informative to enable those at the meeting to understand the nature of your interest but need not give a detailed description of the interest.

Effect of Declaration

- 5.18 Declaring a financial interest has the effect of prohibiting any participation in discussion and voting. A declaration of a non-financial interest involves a further exercise of judgement on your part. You must consider the relationship between the interests which have been declared and the particular matter to be considered and relevant individual circumstances surrounding the particular matter.

- 5.19 In the final analysis the conclusive test is whether, in the particular circumstances of the item of business, and knowing all the relevant facts, a member of the public acting reasonably would consider that you might be influenced by the interest in your role as a member of NSS and that it would therefore be wrong to take part in any discussion or decision-making. If you, in conscience, believe that your continued presence would not fall foul of this objective test, then declaring an interest will not preclude your involvement in discussion or voting. If you are not confident about the application of this objective yardstick, you must play no part in discussion and must leave the meeting room until discussion of the particular item is concluded.

Dispensations

- 5.20 In very limited circumstances dispensations can be granted by the Standards Commission in relation to the existence of financial and non-financial interests which would otherwise prohibit you from taking part and voting on matters coming before your public body and its committees. Applications for dispensations will be considered by the Standards Commission and should be made as soon as possible in order to allow proper consideration of the application in advance of meetings where dispensation is sought. You should not take part in the consideration of the matter in question until the application has been granted.

SECTION 6: LOBBYING AND ACCESS TO MEMBERS OF PUBLIC BODIES

- 6.1 In order for NSS to fulfil its commitment to being open and accessible, it needs to encourage participation by organisations and individuals in the decision-making process. Clearly however, the desire to involve the public and other interest groups in the decision-making process must take account of the need to ensure transparency and probity in the way in which NSS conducts its business.
- 6.2 You will need to be able to consider evidence and arguments advanced by a wide range of organisations and individuals in order to perform your duties effectively. Some of these organisations and individuals will make their views known directly to individual members. The rules in this Code set out how you should conduct yourself in your contacts with those who would seek to influence you. They are designed to encourage proper interaction between members of public bodies, those they represent and interest groups.

Rules and Guidance

- 6.3 You must not, in relation to contact with any person or organisation who lobbies, do anything which contravenes this Code of Conduct or any other relevant rule of the public body or any statutory provision.
- 6.4 You must not, in relation to contact with any person or organisation who lobbies, act in any way which could bring discredit upon NSS.
- 6.5 The public must be assured that no person or organisation will gain better access to, or treatment by, you as a result of employing a company or individual to lobby on a fee basis on their behalf. You must not, therefore, offer or accord any preferential access or treatment to those lobbying on a fee basis on behalf of clients compared with that which you accord any other person or organisation who lobbies or approaches you. Nor should those lobbying on a fee basis on behalf of clients be given to understand that preferential access or treatment, compared to that accorded to any other person or organisation, might be forthcoming from another member of NSS.

- 6.6 Before taking any action as a result of being lobbied, you should seek to satisfy yourself about the identity of the person or organisation who is lobbying and the motive for lobbying. You may choose to act in response to a person or organisation lobbying on a fee basis on behalf of clients but it is important that you know the basis on which you are being lobbied in order to ensure that any action taken in connection with the lobbyist complies with the standards set out in this Code.
- 6.7 You should not accept any paid work
- (a) which would involve you lobbying on behalf of any person or organisation or any clients of a person or organisation.
 - (b) to provide services as a strategist, adviser or consultant, for example, advising on how to influence NSS and its members. This does not prohibit you from being remunerated for activity which may arise because of, or relate to, membership of NSS, such as journalism or broadcasting, or involvement in representative or presentational work, such as participation in delegations, conferences or other events.
- 6.8 If you have concerns about the approach or methods used by any person or organisation in their contacts with you, you must seek the guidance of NSS.
- 6.9 The members Model Code should be read in conjunction with Standing Financial Instructions of NSS.

ANNEX A

SANCTIONS AVAILABLE TO THE STANDARDS COMMISSION FOR BREACH OF THE CODE

- (a) Censure – the Commission may reprimand the member but otherwise take no action against them;
- (b) Suspension – of the member for a maximum period of one year from attending one or more, but not all, of the following:
 - i) all meetings of NSS;
 - ii) all meetings of one or more committees or sub-committees of NSS;
 - iii) all meetings of any other public body on which that member is a representative or nominee of the public body of which they are a member.
- (c) Suspension – for a period not exceeding one year, of the member's entitlement to attend all of the meetings referred to in (b) above;
- (d) Disqualification – removing the member from membership of the for a period of no more than five years.

Where a member has been suspended, the Standards Commission may direct that any remuneration or allowance received from membership of NSS be reduced, or not paid.

Where the Standards Commission disqualifies a member of NSS, it may go on to impose the following further sanctions:

- (a) where the member of NSS is also a councillor, the Standards Commission may disqualify that member (for a period of no more than five years) from being nominated for election as, or from being elected, a councillor. Disqualification of a councillor has the effect of disqualifying that member from NSS and terminating membership of any committee, sub-committee, joint committee, joint board or any other body on which that member sits as a representative of their local authority.
- (b) direct that the member be removed from membership, and disqualified in respect of membership, of any other devolved public body (provided the members' code applicable to that body is then in force) and may disqualify that person from the NSS Board.

Full details of the sanctions are set out in Section 19 of the Act.

Special provisions do apply in respect of employee and ex-officio members

ANNEX B

DEFINITIONS

1. **“Remuneration”** includes any salary, wage, share of profits, fee, expenses, other monetary benefit or benefit in kind. This would include, for example, the provision of a company car or travelling expenses by an employer.
2. **“Undertaking”** means:
 - a) a body corporate or partnership; or
 - b) an unincorporated association carrying on a trade or business, with or without a view to a profit.
3. **“Related Undertaking”** is a parent or subsidiary company of a principal undertaking of which you are also a director. You will receive remuneration for the principal undertaking though you will not receive remuneration as director of the related undertaking.
4. **“Parent Undertaking”** is an undertaking in relation to another undertaking, a subsidiary undertaking, if a) it holds a majority of the voting rights in the undertaking; or b) it is a member of the undertaking and has the right to appoint or remove a majority of its board of directors; or c) it has the right to exercise a dominant influence over the undertaking (i) by virtue of provisions contained in the undertaking’s memorandum or articles or (ii) by virtue of a control contract; or d) it is a councillor of the undertaking and controls alone, pursuant to an agreement with other shareholders or councillors, a majority of the voting rights in the undertaking.
5. **“Group of companies”** has the same meaning as “group” in section 262(1) of the Companies Act 1985. A “group”, within s262(1) of the Companies Act 1985, means a parent undertaking and its subsidiary undertakings.
6. **“Public body”** means a devolved public body listed in Schedule 3 of the Ethical Standards in Public Life etc. (Scotland) Act 2000.
7. **“A person”** means a single individual or legal person and includes a group of companies.
8. **“Any person”** includes individuals, incorporated and unincorporated bodies, trade unions, charities and voluntary organisations.
9. **“Spouse”** does not include a former spouse or a spouse who is living separately and apart from you.
10. **“Cohabitee”** includes a person, whether of the opposite sex or not, who is living with you in a relationship similar to that of husband and wife.

END